

MINUTES  
Board of Directors Meeting  
Durham Tourism Development Authority  
d/b/a Durham Convention & Visitors Bureau  
Tuesday, April 23, 2002

Present

Don Ball  
Paul Broughton  
Joe Bowser  
E'Vonne Coleman  
James Heyward  
Bill Kalkhof  
Tom Krakauer

Jason Lazich  
John Mallard  
Tom Niemann  
Barbara Smith  
Reyn Bowman  
Shelly Green  
Thomas Devine

Absent

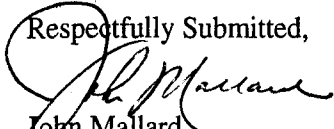
Rod Abraham  
Ron Hunter  
Deborah Vickery

At 3:05 p.m. Chair Barbara Smith called the meeting to order and the following actions were taken:

- Voted to approve the Minutes of March 26, 2002.
- Discussed the issue of local tax revenue and the memorandum following the March meeting.
- Reviewed and voted to approve a set of resolutions prepared by Authority Counsel to confirm actions taken on February and March 26<sup>th</sup> transferring operation of the Durham Convention & Visitors Bureau to the Durham Tourism Development Authority and retaining the ability to still do business as DCVB.
- Reviewed a plan for re-branding of RDU.
- Voted to approve the Financial Status Report as of March 31, 2002.
- Reviewed and discussed the President's Report.

At 5:00 p.m., Chair Smith adjourned the meeting.

Respectfully Submitted,

  
John Mallard  
Secretary/Treasurer

101 East Morgan Street  
Durham, North Carolina 27701 USA  
(919) 687-0288 TDD (919) 688-8680  
(800) 446-8604 FAX (919) 683-9555  
[www.durham-nc.com](http://www.durham-nc.com)



**DURHAM CONVENTION & VISITORS BUREAU  
A RESOLUTION TO RECONSTITUTE ITSELF  
AS THE  
DURHAM TOURISM DEVELOPMENT AUTHORITY**

The following resolution was adopted by the Board of Directors of the Durham Convention & Visitors Bureau ("the Bureau") on April 23, 2002 in affirmation of actions taken on February and March 26, 2002:

**BE IT RESOLVED THAT:**

WHEREAS, in Chapter 969 of the 1985 Session Laws (Regular Session 1986), the North Carolina General Assembly authorized the levy of a room occupancy and tourism development tax of three percent (3%) on the gross receipts derived from the rental of any room, lodging or similar accommodation furnished by a hotel, motel, inn, or similar place in Durham County;

WHEREAS, this law required that no less than 25% of the funds be used to promote travel and tourism, Durham County and the City of Durham formed the Bureau by the adoption of an interlocal cooperation agreement on January 17, 1989;

WHEREAS, in Chapter 665 of the 1991 Session Laws, an additional two percent (2%) room occupancy tax was authorized specifically to fund the Bureau's efforts to promote travel and tourism in the City and County of Durham;

WHEREAS, the term of the original agreement, as amended to accommodate the change in funding in the 1991 Session Laws, was renewed in 1994 and 1999; and

WHEREAS, on December 5, 2001, the North Carolina General Assembly enacted Chapter 480 of the 2001 Session Laws of North Carolina, which consolidated Durham County's room occupancy tax provisions, authorized a one percent (1%) increase of the tax and created the Durham Tourism Development Authority ("the Authority"), a public authority under the Local Government Budget and Fiscal Control Act;

WHEREAS, Chapter 480 authorizes the Bureau's Board of Directors and Advisory Board to act for the Authority during the reconstitution of the Bureau as the Authority;

THEREFORE, in recognition of the reconstitution of the Bureau as the Authority, the Board of Directors approved the following description of the purpose of the organization to which the Authority succeeds, the transfer of the assets and liabilities of the Bureau to the Authority and the delegation to the Authority of the Bureau's functions and business operations under the existing interlocal agreement, as amended, and the acts of the General Assembly:

101 East Morgan Street  
Durham, North Carolina 27701 USA  
(919) 687-0288 TDD (919) 688-8680  
(800) 446-8604 FAX (919) 683-9555  
[www.durham-nc.com](http://www.durham-nc.com)

1. Purpose. The purpose of the Authority shall be to fuel the local business climate and expand the local tax base by promotion of travel and tourism to Durham as defined by state room tax enabling legislation as:

“Promote travel, tourism and conventions” means to advertise or market an area or activity, to publish and distribute pamphlets and other materials, to conduct market research, and to engage in similar promotional activities that attract tourists, business travelers and conventioners to the area, and also includes administrative expenses incurred in engaging in these activities.

“Tourism related expenditures” are those that, in the judgment of the Authority are designed to increase the use of lodging facilities, meeting facilities, and convention facilities in the County by attracting tourism or business travelers to the County, and includes capital expenditures related to that purpose.”

Doing business as the Durham Convention & Visitors Bureau, the Authority is the official visitor information center, sports commission and film office for the City and County of Durham. DCVB shall also serve as a liaison among Durham-based visitor related businesses and organizations including lodging properties, restaurants, the Civic Center and other meeting facilities, transportation services and facilities, convention and visitor services and visitor features including entertainment, sports, environmental and cultural.


2. Delegation of Authority and Transfer of Assets. As intended by Chapter 480 of the 2001 Session Laws of North Carolina, the Bureau hereby transfers its assets, and liabilities, and has assigned any contract rights to which it is a party to the Authority. In order to effect this transfer, the Bureau specifically adopts the following resolutions:

a) The delegation of the authority to operate the Bureau’s business, as provided in the attached Resolution.

b) The transfer of the assets owned by the Bureau, including its rights to the real property located at 101 East Morgan Street, Durham, North Carolina 27701, the tangible personal property located therein, the funds on deposit, the contract rights and the proprietary and other intangible property rights of the Bureau, subject to such liabilities as are incident to these property rights, as provided in the attached Resolution.

c) These transfers are subject to the conclusion of the intended merger of the Bureau’s operations with those of the Authority, and shall include the authority of the President/CEO to execute such documents as may be required to effect the transfer of assets and delegation of authority over its operation.

The adoption of this Resolution is hereby certified this 23rd day of April, 2002.

  
John Mallard, Secretary/Treasurer



DURHAM CONVENTION & VISITORS BUREAU  
A RESOLUTION TO DELEGATE ITS AUTHORITY  
TO THE  
DURHAM TOURISM DEVELOPMENT AUTHORITY

The following resolution was adopted by the Board of Directors of the Durham Convention & Visitors Bureau ("the Bureau") on April 23, 2002 in affirmation of actions taken on February and March 26, 2002:

BE IT RESOLVED THAT:

WHEREAS, it is necessary to reconstitute the Bureau as the Durham Tourism Development Authority ("the Authority"), in order to effect the provisions of Chapter 480 of the 2001 Session Laws of North Carolina; and

WHEREAS, this reconstitution requires the delegation of the authority to operate the Bureau's business to the Authority;

THEREFORE, the Board of Directors approved the following description of its governance, which it transfers, and delegates to the Authority:

1. The Board of Directors shall appoint a President and Chief Executive Officer (CEO). The President/CEO shall appoint all subordinate staff employees and may employ, retain and contract with agents and independent contractors to help perform the functions of the Bureau. The President/CEO and other employees, agents and contractors of the Bureau shall not be employees, officers, agents and contractors of either the City or County of Durham.

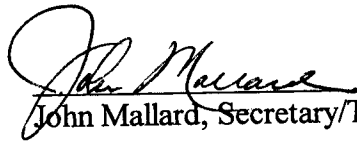
2. The President/CEO shall be responsible for seeing that all funds (whether public or private) received by or provided to the organization are promptly deposited into an account or accounts established in accordance with the budget and fiscal control policies and procedures prescribed by The Local Government Budget and Fiscal Control Act, G.S. 159-7 et seq. (hereinafter the "Act"). The President/CEO shall also be responsible for seeing that all such funds and any other assets are expended, utilized or accounted for, as the case may be: (1) in accordance with the budget and annual work program of the organization; (2) in a manner consistent with the budget and fiscal control policies and all statutes, regulations and ordinances applicable to the expenditure of funds or utilization of assets of the City and County including, without limitation, the Act and public bidding and purchasing requirements. In addition to quarterly and annual reports to the Durham County Board of Commissioners, an annual audit shall be prepared and submitted to the City and County each year. The audit shall be in a form which complies with the requirements of the Local Government Commission, conforms to generally accepted accounting principles, and accounts for all funds and other assets received and expenditures made.

101 East Morgan Street  
Durham, North Carolina 27701 USA  
(919) 687-0288 TDD (919) 688-8680  
(800) 446-8604 FAX (919) 683-9555  
[www.durham-nc.com](http://www.durham-nc.com)

3. The organization shall have the power and duty to operate the official Visitor Information Center for Durham and to serve as Durham's sports commission and film office.

4. This delegation shall include the authority of the President/CEO of the Bureau to execute such documents as may be required to effect the delegation of the authority for governance from the Bureau to the Authority.

The adoption of this Resolution is hereby certified this 23rd day of April, 2002.

A handwritten signature in black ink, appearing to read "John Mallard", is written over a horizontal line.

John Mallard, Secretary/Treasurer



DURHAM CONVENTION & VISITORS BUREAU  
A RESOLUTION TO TRANSFER ITS ASSETS  
TO THE  
DURHAM TOURISM DEVELOPMENT AUTHORITY

The following resolution was adopted by the Board of Directors of the Durham Convention & Visitors Bureau ("the Bureau") on April 23, 2002 in affirmation of actions taken on February and March 26, 2002:

BE IT RESOLVED THAT:

WHEREAS, in order to reconstitute the Bureau as the Durham Tourism Development Authority ("the Authority"), it is necessary to transfer the assets and associated liabilities of the Bureau to the Authority;

THEREFORE, the Board of Directors approved the transfer of the following assets of the Bureau, together with such liabilities as are incident to these property rights:

1. All its right to the use and ownership of the Bureau's offices, located at 101 East Morgan Street, Durham, North Carolina 27701, and to the real property upon which it is constructed.
2. The tangible personal property located within the Bureau's offices.
3. All funds on account, including the right of the President/CEO to create successor deposit and withdrawal accounts.
4. All of the Bureau's contract rights, including, without limitation, leases, employment and other agreements.
5. All proprietary rights, including, without limitation, the right to do business as the Durham Convention and Visitors Bureau (and be known as "DCVB," or a convention and visitors bureau), trademarks, licenses, domain names and other intangible property rights.
6. These transfers shall include the authority of the President/CEO of the Bureau to execute such documents as may be required to effect the transfer of these assets and to confirm them (and associated liabilities) as those of the Authority.

The adoption of this Resolution is hereby certified this 23rd day of April, 2002.

A handwritten signature in dark ink, appearing to read "John Mallard".

John Mallard, Secretary/Treasurer

101 East Morgan Street  
Durham, North Carolina 27701 USA  
(919) 687-0288 TDD (919) 688-8680  
(800) 446-8604 FAX (919) 683-9555  
[www.durham-nc.com](http://www.durham-nc.com)



DURHAM TOURISM DEVELOPMENT AUTHORITY  
A RESOLUTION TO ACCEPT THE ASSETS AND AUTHORITY  
OF THE  
DURHAM CONVENTION AND VISITORS BUREAU

The following resolution was adopted by the Board of Directors of the Durham Tourism Development Authority ("the Authority") on April 23, 2002 in affirmation of actions taken on February and March 26, 2002:

BE IT RESOLVED THAT:

WHEREAS, in recognition of the reconstitution of the Durham Convention and Visitors Bureau ("the Bureau"), as the Authority, the Board of Directors approved and accepted the Bureau's description of the purpose of the organization, the transfer of the assets and liabilities of the Bureau and the delegation to the Authority of the Bureau's functions and the authority to manage and operate its business, as follows:

1. The Authority accepts the assets and associated liabilities transferred from the Bureau, including all employment and other contracts and leases, which the Authority hereby ratifies by its acceptance.
2. The Authority accepts the authority to operate the Bureau's business, as delegated by the Bureau, and ratifies the Bureau's personnel, finance, purchasing, conflict of interest and other policies and procedures, as well as Board qualifications and staff job descriptions and agreements with its auditor, legal counsel and other agents, by its acceptance.

This approval and acceptance shall include the authority of the President/CEO of the Authority to execute such documents as may be required to effect such transfers and delegation from the Bureau to the Authority.

The adoption of this Resolution is hereby certified this 23<sup>rd</sup> day of April, 2002.

A handwritten signature in cursive script, appearing to read "John Mallard", written over a horizontal line.

John Mallard, Secretary/Treasurer

101 East Morgan Street  
Durham, North Carolina 27701 USA  
(919) 687-0288 TDD (919) 688-8680  
(800) 446-8604 FAX (919) 683-9555  
[www.durham-nc.com](http://www.durham-nc.com)